



Gregory E. Ostling

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Gregory E. Ostling is a corporate partner at Wachtell, Lipton, Rosen & Katz. He focuses primarily on mergers and acquisitions, shareholder activism defense and corporate governance.

Greg has repeatedly been recognized as a leading lawyer by, among others, *American Lawyer*, *AmLaw Daily* and *Super Lawyers* magazines. He is chairman of the International Mergers & Acquisitions/Joint Venture Committee of the New York State Bar Association, and frequently speaks on international panels regarding current trends in mergers and acquisitions and corporate governance.

Greg has advised a broad range of public and private companies and financial sponsors in the United States and abroad in a variety of industries, including:

Pharmaceutical

- **Actelion** in its \$30 billion sale to Johnson and Johnson
- **Genzyme's Independent Board of Directors** in its response to an unsolicited takeover bid by Sanofi-Aventis and in the subsequent \$20 billion negotiated sale to Sanofi-Aventis
- **Medivation** in its \$14.6 billion acquisition by Pfizer

Oil and Gas/Energy

- **Anadarko** in its pending \$50 billion sale to Chevron
- **Spectra Energy** in its \$28 billion merger with Enbridge
- **Halliburton** in its proposed \$28 billion acquisition of Baker Hughes
- **ConocoPhillips** in its \$15 billion joint venture with EnCana Corporation, \$5 billion joint venture with Origin Energy, and the \$20 billion spin-off of the company's Refining & Marketing businesses
- **Mirant** in its \$3.1 billion merger with RRI Energy
- **Powersecure** in its \$425 million sale to Southern Company
- **United American Energy** in its sale to DLJ Merchant Banking Partners

Industrial

- **MeadWestvaco Corporation** in its \$16 billion merger with RockTenn, its \$1 billion spin/merger of its Consumer & Office Products business with ACCO Brands Corporation and its \$1.5 billion sale of US timberlands to and development joint ventures with Plum Creek and against an activist campaign by Starboard Value
- **Alcoa** in its \$14 billion purchase with the Aluminum Corporation of China of an interest in Rio Tinto
- **Cooper Industries plc** in its reincorporation to Ireland and its \$11.8 billion sale to Eaton
- **Dresser-Rand** in its \$7.6 billion acquisition by Siemens
- **Centex** in its \$3.1 billion sale to Pulte Homes
- **WestRock** in its \$2.5 billion spin-off of its Specialty Chemicals business
- **W.R. Grace & Co.** in its \$2 billion spin-off of its Construction Products business and its agreement with 40 North to add two directors to the board
- **GCP Applied Technologies** in its \$1.05 billion sale of Darex Packaging Technologies to Henkel
- **Steward & Stevenson** in its \$800 million sale to Armor
- **LSB Industries** against activist campaigns by Starboard Value and Engine Capital

Retail

- **Phillips-Van Heusen** in its \$2.9 billion acquisition of the Warnaco Group, \$3 billion acquisition of Tommy Hilfiger, acquisition of the Arrow brand and various securities offerings
- **Office Depot** in its \$1 billion acquisition of CompuCom

- **Pinault Printemps-Redoute** in its \$1 billion divestiture of its Contract Stationery Business to Office Depot

Media and Entertainment

- **Gaming and Leisure Properties** in its \$5.1 billion acquisition of Pinnacle Entertainment's real estate assets
- **Knight Ridder** against an activist campaign by Private Capital Management and in the subsequent \$4.5 billion negotiated sale to The McClatchy Company
- **Penn National Gaming** in its \$2.8 billion acquisition of Pinnacle Entertainment, \$575 million divestiture transaction with Boyd Gaming and its \$315 million sale-leaseback with Gaming and Leisure Properties
- **The National Geographic Society** in its \$725 million expansion of its media joint venture with 21st Century Fox
- **Joshua Harris** and **David Blitzer** in their \$320 million acquisition of The New Jersey Devils and the lease to the Prudential Center
- **Rodale** in its \$205 million sale to Hearst
- **AT&T** in its sale of The Salt Lake Tribune to MediaNews
- **IFILM** in the sale of its OTX business to an investor group
- **Martha Stewart Living** in its acquisition of The Wedding List

Financial Services

- **AG Edwards** in its \$7 billion acquisition by Wachovia
- **Marsh & McLennan** in its \$6.4 billion acquisition of Jardine Lloyd Thomson and its \$1.2 billion sale of Kroll to Altegrity
- **Aspen Insurance** against a \$3.2 billion hostile takeover bid by Endurance
- **RenaissanceRe** in its pending \$1.5 billion acquisition of Tokio Millenium Re and its \$1.9 billion acquisition of Platinum Underwriters
- Various clients, including the **New York Stock Exchange**, for potential listing on the Shanghai Stock Exchange and the development of a PRC International Board for non-PRC companies
- **Mountainbank Financial** in its sale to The South Financial Group

Technology

- **AT&T** in its \$44 billion merger with MediaOne, its \$5 billion acquisition of IBM's Global Network Business, its \$1.7 billion acquisition of Vanguard Cellular Systems, its \$11 billion offer of AT&T Wireless tracking stock, its transfer of cable systems with Comcast and its acquisition of an interest in Net2Phone
- **Motorola** against activist campaigns by Carl Ichan, and its initial public offering/spin-off of Freescale Semiconductor and spin-off of Motorola Mobility
- **Instinet** in its \$1.9 billion sale to Nasdaq and its \$174 million sale of Lynch, Jones and Ryan to The Bank of New York

Financial Sponsor

- **Apollo** in its \$27.8 billion buy-out of Harrah's Entertainment with Texas Pacific Group and sale of Pallecon
- **Goldman Sachs, AIG, Carlyle** and **Riverstone** in their \$22 billion buy-out of Kinder Morgan
- **Hellman & Friedman** in its acquisition of Blackbaud and LPL Financial Services

Greg received an A.B. in Political Science from Columbia University in 1991 and a M.A. in Educational Theory from Columbia University's Teachers College in 1992. He received a J.D. from the Columbia University School of Law in 1998, where he was a Kent Scholar and a Teaching Fellow. Prior to law school, Greg was a teacher in China and a professional soccer player. Greg lives in Manhattan with his wife and three sons.

Recent Publications

[Proxy Access Proposals for the 2015 Proxy Season](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, November 7, 2014.

[Spin-Offs: The Decision to Separate and Considerations for the Board](#), in Practical Law The Journal, September 2014.

[Leveraged Acquisitions: A New Post-Credit Crisis Structure](#), in Deal Lawyers, July/August 2010.

[Protecting Corporations' Tax Assets Through Shareholder Rights Plans](#), in Bank and Corporate Governance Law Reporter, Volume 42 Number 1, March 2009.